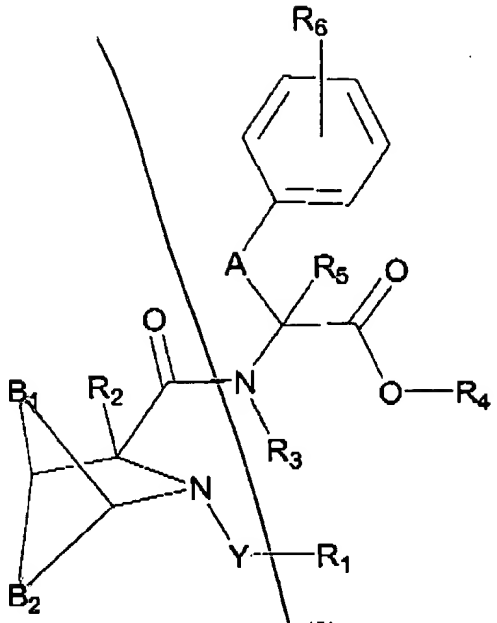

Formula (I)

wherein

Y is selected from the group consisting of a bond, -C(O)-, -C(O)O-, -C(O)NH- and $-SO_2-$;

R_1 is selected from the group consisting of R_7 and R_8;

R_2, R_3, R_4 and R_5 are independently selected from the group consisting of a bond, hydrogen and C_{1-8}alkyl; wherein C_{1-8}alkyl is optionally substituted with one to three substituents independently selected from R_9, provided that R_2, R_3, R_4 or R_5 can only be a bond when forming a monocyclic ring wherein the following monocyclic rings may be formed from R_2, R_3, R_4 and R_5 ;

when R_2 and R_3 comprise a bond and C_{1-8}alkyl or optionally when both R_2 and R_3 are C_{1-8}alkyl , R_2 and R_3 together with the atoms to which each is attached will form a four to seven membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

when R_3 and R_4 comprise a bond and C_{1-8}alkyl or optionally when both R_3 and R_4 are C_{1-8}alkyl, R_3 and R_4 together with the atoms to which each is attached will form a five to seven membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

when R_3 and R_5 comprise a bond and C_{1-8}alkyl or optionally when both R_3 and R_5 are C_{1-8}alkyl, R_3 and R_5 together with the atoms to which each is attached will form a four to seven membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

when R_4 and R_5 comprise a bond and C_{1-8}alkyl, or optionally when both R_4 and R_5 are C_{1-8}alkyl, R_4 and R_5 together with the atoms to which each is attached will form a four to seven membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

R_6 is optionally present and is one to three substituents independently selected from the group consisting of halogen, C_{1-8}alkoxy, R_{10}, R_{12}, $-N(R_{11})C(O)-R_{10}$, $-N(R_{11})C(O)-R_{12}$, $-N(R_{11})SO_2-R_{10}$, $-N(R_{11})SO_2-R_{12}$, $-N(R_{11})C(O)-N(R_{11},R_{10})$, $-N(R_{11})C(O)-N(R_{11},R_{12})$, $-N(R_{11})C(O)-N(R_{12},R_{17})$, $-C(O)-N(R_{11},R_{10})$, $-C(O)-N(R_{11},R_{12})$, $-C(O)-N(R_{12},R_{17})$, $-OC(O)-N(R_{11},R_{10})$, $-OC(O)-N(R_{11},R_{12})$, $-OC(O)-N(R_{12},R_{17})$, $-OC(O)-R_{10}$, $-OC(O)-R_{12}$, $-O-R_{10}$ and R_{10}-(C_{1-8})alkoxy;

R_7, R_9 R_{10} and R_{14} are independently selected from the group consisting of cycloalkyl, heterocyclyl, aryl and heteroaryl optionally substituted with one to five substituents independently selected from the group consisting of halogen, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, C_{1-8}alkylcarbonyl, C_{1-8}alkoxycarbonyl, carboxyl, aryl, heteroaryl, arylcarbonyl, heteroarylcarbonyl, arylsulfonyl, amino, *N*-(C_{1-8}alkyl)amino, *N,N*-(C_{1-8}dialkyl)amino, $-CF_3$ and $-OCF_3$; wherein cycloalkyl and heterocyclyl are optionally substituted with one to three oxo substituents; and, wherein the aryl and heteroaryl substituents and the aryl portion of the arylcarbonyl substituent are optionally substituted with one to five substituents independently selected from the group consisting of halogen, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, carboxyl, amino, *N*-(C_{1-8}alkyl)amino, *N,N*-(C_{1-8}dialkyl)amino, $-CF_3$ and $-OCF_3$;

R_8, R_{12}, R_{13} and R_{17} are independently selected from the group consisting of C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, and (halo)$_{1-3}$(C_{1-8})alkyl; wherein C_{1-8}alkyl, C_{2-8}alkenyl and C_{2-8}alkynyl are optionally substituted on a terminal carbon with one to three substituents independently selected from R_{14};

R_{11} is selected from the group consisting of hydrogen and C_{1-8}alkyl;

A is C_{1-4}alkylene optionally substituted with one to two substituents independently selected from R_{13};

when R_3 is C_{1-8}alkyl, optionally A and R_3 together with the atoms to which each is attached may form a five to seven membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

when R_4 is C_{1-8}alkyl, optionally A and R_4 together with the atoms which each is attached may form a five to seven membered monocyclic ring optionally containing one additional heteroatom selected from the group consisting of N, O and S;

when R_5 is C_{1-8}alkyl, optionally A and R_5 together with the atoms which each is attached may form a three to seven membered monocyclic ring optionally containing one to two heteroatoms independently selected from the group consisting of N, O and S; and,

C1

B_1 and B_2 are independently selected from the group consisting of C_{1-4}alkylene and C_{2-4}alkenylene optionally substituted with one to two substituents independently selected from the group consisting of halogen, hydroxy, hydroxy(C_{1-8})alkyl, hydroxy(C_{1-8})alkoxy, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, carboxyl, amino, *N*-(C_{1-8}alkyl)amino, *N*,*N*-(C_{1-8}dialkyl)amino, $-CF_3$ and $-OCF_3$;

and pharmaceutically acceptable salts, racemic mixtures, diastereomers and enantiomers thereof.

C2

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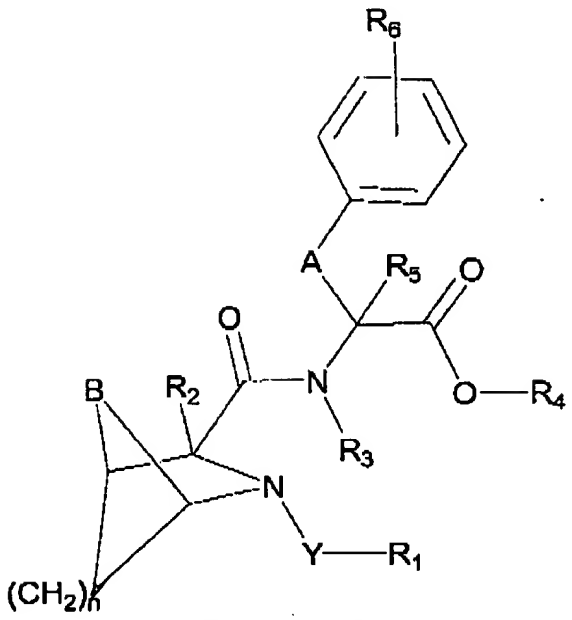
25. (Once Amended) A compound having Formula (II):



Formula (II)

C2

wherein
Y is selected from the group consisting of -C(O)- and $-SO_2-$;

R_1 is selected from the group consisting of R_7 and R_8;
R_2, R_3, R_4 and R_5 are independently selected from the group consisting of a bond, hydrogen and C_{1-8}alkyl; wherein C_{1-8}alkyl is optionally substituted with one to three substituents independently selected from R_9; provided that R_2, R_3, R_4 and R_5 can only be a bond when forming a monocylic ring wherein the following monocylic rings may be formed from R_2, R_3, R_4 and R_5:

when R_2 and R_3 comprise a bond and C_{1-8}alkyl or optionally when both R_2 and R_3 are C_{1-8}alkyl, R_2 and R_3 together with the atoms to which each are attached form a four to seven membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

when R_3 and R_4 comprise a bond and C_{1-8}alkyl or optionally when both R_3 and R_4 are C_{1-8}alkyl, R_3 and R_4 together with the atoms to which each are attached form a five to seven membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

when R_3 and R_5 comprise a bond and C_{1-8}alkyl or optionally when both R_3 and R_5 are C_{1-8}alkyl, R_3 and R_5 together with the atoms to which each are attached form a four to seven

membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

when R_4 and R_5 comprise a bond and C_{1-8}alkyl or optionally when both R_4 and R_5 are C_{1-8}alkyl, R_4 and R_5 together with the atoms to which each are attached form a four to seven membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

R_6 is optionally present and is one to three substituents independently selected from the group consisting of halogen, C_{1-8}alkoxy, R_{10}, R_{12}, $-N(R_{11})C(O)-R_{10}$, $-N(R_{11})C(O)-R_{12}$, $-N(R_{11})SO_2-R_{10}$, $-N(R_{11})SO_2-R_{12}$, $-N(R_{11})C(O)-N(R_{11},R_{10})$, $-N(R_{11})C(O)-N(R_{11},R_{12})$, $-N(R_{11})C(O)-N(R_{12},R_{17})$, $-C(O)-N(R_{11},R_{10})$, $-C(O)-N(R_{11},R_{12})$, $-C(O)-N(R_{12},R_{17})$, $-OC(O)-N(R_{11},R_{10})$, $-OC(O)-N(R_{11},R_{12})$, $-OC(O)-N(R_{12},R_{17})$, $-OC(O)-R_{10}$, $-OC(O)-R_{12}$, $-O-R_{10}$ and R_{10}-(C_{1-8})alkoxy;

R_7 R_9, R_{10} and R_{14} are independently selected from the group consisting of cycloalkyl, heterocyclyl, aryl and heteroaryl optionally substituted with one to five substituents independently selected from the group consisting of halogen, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, C_{1-8}alkylcarbonyl, C_{1-8}alkoxycarbonyl, carboxyl, aryl, heteroaryl, arylcarbonyl, heteroarylcarbonyl, arylsulfonyl, amino, *N*-(C_{1-8}alkyl)amino, *N*,*N*-(C_{1-8}dialkyl)amino, $-CF_3$ and $-OCF_3$; wherein cycloalkyl and heterocyclyl are optionally substituted with one to three oxo substituents ; and, wherein the aryl and heteroaryl substituents and the aryl portion of the arylcarbonyl substituent are optionally substituted with one to five substituents independently selected from the group consisting of halogen, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, carboxyl, amino, *N*-(C_{1-8}alkyl)amino, *N*,*N*-(C_{1-8}dialkyl)amino, $-CF_3$ and $-OCF_3$;

C2

R_8, R_{12}, R_{13} and R_{17} are independently selected from the group consisting of C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, and (halo)$_{1-3}$(C_{1-8})alkyl; wherein C_{1-8}alkyl, C_{2-8}alkenyl and C_{2-8}alkynyl are optionally substituted on a terminal carbon with one to three substituents independently selected from R_{14};

R_{11} is selected from the group consisting of hydrogen and C_{1-8}alkyl;

A is C_{1-4}alkylene optionally substituted with one to two substituents independently selected from R_{13};

when R_3 is C_{1-8}alkyl, optionally A and R_3 together with the atoms to which each is attached form a five to seven membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

when R_4 is C_{1-8}alkyl, optionally A and R_4 together with the atoms to which each is attached form a five to seven membered monocyclic ring optionally containing one additional heteroatom selected from the group consisting of N, O and S;

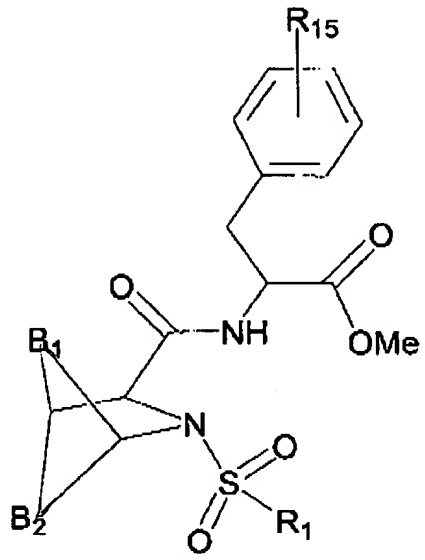
when R_5 is C_{1-8}alkyl, optionally A and R_3 together with the atoms to which each is attached form a three to seven membered monocyclic ring optionally containing one to two heteroatoms independently selected from the group consisting of N, O and S;

B is selected from the group consisting of C_{1-4}alkylene and C_{2-4}alkenylene optionally substituted with one to two substituents independently selected from the group consisting of halogen, hydroxy, hydroxy(C_{1-8})alkyl, hydroxy(C_{1-8})alkoxy, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, carboxyl, amino, *N*-(C_{1-8}alkyl)amino, *N,N*-(C_{1-8}dialkyl)amino, $-CF_3$ and $-OCF_3$; and,

n is an integer from 1 to 2;

and pharmaceutically acceptable salts, racemic mixtures, diastereomers and enantiomers thereof.

25 26. (Once Amended) A process for preparing a compound of Formula (III):



Formula (III)

wherein

R_1 is selected from the group consisting of R_7 and R_8;

R_7 , R_{10} , and R_{14} are independently selected from the group consisting of cycloalkyl, heterocyclyl, aryl and heteroaryl optionally substituted with one to five substituents independently selected from the group consisting of halogen, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, C_{1-8}alkylcarbonyl, C_{1-8}alkoxycarbonyl, carboxyl, aryl, heteroaryl, arylcarbonyl, heteroarylcarbonyl, arylsulfonyl, amino, *N*-(C_{1-8}alkyl)amino, *N*,*N*-(C_{1-8}dialkyl)amino, $-CF_3$ and $-OCF_3$; wherein cycloalkyl and heterocyclyl are optionally substituted with one to three oxo substituents ; and, wherein the aryl and heteroaryl substituents and the aryl portion of the arylcarbonyl substituent are optionally substituted with one to five substituents independently selected from the group consisting of halogen, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, carboxyl, amino, *N*-(C_{1-8}alkyl)amino, *N*,*N*-(C_{1-8}dialkyl)amino, $-CF_3$ and $-OCF_3$;

R_8, R_{12} and R_{17} are independently selected from the group consisting of C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, and (halo)$_{1-3}$(C_{1-8})alkyl; wherein C_{1-8}alkyl, C_{2-8}alkenyl and C_{2-8}alkynyl are optionally substituted on a terminal carbon with one to three substituents independently selected from R_{14};

R_{150} is selected from the group consisting of hydroxy, amino, NO_2 and R_6;

R_6 is optionally present and is one to three substituents independently selected from the group consisting of halogen, C_{1-8}alkoxy, R_{10}, R_{12}, $-N(R_{11})C(O)-R_{10}$, $-N(R_{11})C(O)-R_{12}$, $-N(R_{11})SO_2-R_{10}$, $-N(R_{11})SO_2-R_{12}$, $-N(R_{11})C(O)-N(R_{11},R_{10})$, $-N(R_{11})C(O)-N(R_{11},R_{12})$, $-N(R_{11})C(O)-N(R_{12},R_{17})$, $-C(O)-N(R_{11},R_{10})$, $-C(O)-N(R_{12},R_{17})$, $-C(O)-N(R_{11},R_{12})$, $-OC(O)-N(R_{11},R_{10})$, $-OC(O)-N(R_{11},R_{12})$, $-OC(O)-N(R_{12},R_{17})$, $-OC(O)-R_{10}$, $-OC(O)-R_{12}$, $-O-R_{10}$ and $R_{10}-(C_{1-8})$alkoxy;

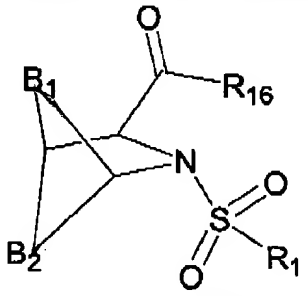
R_{11} is selected from the group consisting of hydrogen and C_{1-8}alkyl; and,

B_1 and B_2 are independently selected from the group consisting of C_{1-4}alkylene and C_{2-4}alkenylene optionally substituted with one to two substituents independently selected from the group consisting of halogen, hydroxy, hydroxy(C_{1-8})alkyl, hydroxy(C_{1-8})alkoxy, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, carboxyl, amino, *N*-(C_{1-8}alkyl)amino, *N,N*-(C_{1-8}dialkyl)amino, $-CF_3$ and $-OCF_3$;

C2

and pharmaceutically acceptable salts, racemic mixtures, diastereomers and enantiomers thereof;

comprising reacting a compound of Formula (IV)



Formula (IV)

wherein

R_{16} is selected from the group consisting of halogen, mixed anhydride and hydroxy;

with a compound of Formula (V)